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(City/State/Zip/Phone #)

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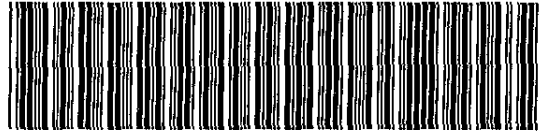
(Business Entity Name)

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DIVISION OF CORPORATION

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ST. JAMES
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 172338 - 7121608

AUTHORIZATION :

COST LIMIT : \$ 70.00

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TALLAHASSEE, FLORIDA

ORDER DATE : July 17, 2003

ORDER TIME : 10:21 AM

ORDER NO. : 172338-045

CUSTOMER NO: 7121608

CUSTOMER: Lisa Genden, Legal Asst
Dechert
12th Floor, 12th
90 State House Square
Hartford, CT 06103

FOREIGN FILINGS

NAME: HOLLIDAY GP CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Holliday GP Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION"
words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a
natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 27-0057192
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 15, 2003 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. One Post Oak Central, 2000 Post Oak Boulevard, Suite 2000, Houston, TX 77056
(Principal office address)
- One Post Oak Central, 2000 Post Oak Boulevard, Suite 2000, Houston, TX 77056
(Current mailing address)
8. Financial intermediary in the real estate industry, including mortgage brokerage and banking, investment
sales, mortgage servicing and related activity.. To engage in any act or activity for which corporations
may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
- Tallahassee, Florida 32301
(City) (Zip code)
10. Registered agent's acceptance:
*Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my
duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

Dolores Burton

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to
the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction
under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John H. Pelusi, Jr., President

(Typed or printed name and capacity of person signing application)

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RIDER

List of Officers and Directors

Officers

Name	Title	Address
John H. Pelusi, Jr.	President	429 Fourth Avenue, Suite 200 Pittsburgh, PA 15219
Mark Gibson	Vice President	2000 Post Oak Boulevard Suite 2000 One Post Oak Central Houston, TX 77056
Don Curtis	Vice President	3501 Jamboree Road Suite 4200 Newport Beach, CA 92660
Anthony Cuccia	Vice President	Raritan Plaza I, 4 th Floor Raritan Center Edison, NJ 08837
David Keller	Vice President	One North Pennsylvania Suite 1050 Indianapolis, IN 46204
John Fowler	Treasurer	One Post Office Square Suite 3500 Boston, MA 02109
Mark Gibson	Secretary	2000 Post Oak Boulevard Suite 2000 One Post Oak Central Houston, TX 77056

Directors

Name	Address
John H. Pelusi, Jr.	429 Fourth Avenue, Suite 200 Pittsburgh, PA 15219
Mark Gibson	2000 Post Oak Boulevard Suite 2000 One Post Oak Central Houston, TX 77056
John Fowler	One Post Office Square Suite 3500 Boston, MA 02109

Delaware

The First State

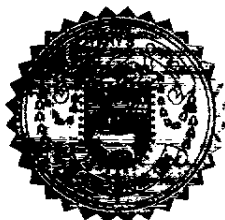
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOLLIDAY GP CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HOLLIDAY GP CORP." WAS INCORPORATED ON THE FIFTEENTH DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2534452

DATE: 07-17-03